

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM412421

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CHARLES SMITH WINES LLC		10/14/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CBZ LLC		
Street Address:	207 High Point Drive		
Internal Address:	Building 100		
City:	Victor		
State/Country:	NEW YORK		
Postal Code:	14564		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3734089	KUNG FU GIRL	
Registration Number:	4808240	KUNG FU GIRL	
Registration Number:	3734263	THE VELVET DEVIL	
Registration Number:	4808241	THE VELVET DEVIL	
Registration Number:	3871650	BOOM BOOM!	
Registration Number:	3696913	LAND TO HAND, VINEYARD TO BOTTLE.	
CORRESPONDENCE DATA			
Fax Number:	9087257088		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9087225640		
Email:	officeactions@br-tmlaw.com		
Correspondent Name:	Stephen L. Baker		
Address Line 1:	92 East Main Street		
Address Line 2:	Suite 302		
Address Line 4:	SOMERVILLE, NEW JERSEY 08876		
ATTORNEY DOCKET NUMBER:	slb 1.16.17.2		
NAME OF SUBMITTER:	Stephen L. Baker		

OP \$165.00 3734089

SIGNATURE:	/Stephen L. Baker/
DATE SIGNED:	01/16/2017
Total Attachments: 8 source=Zen - CSW Assignment of Trademarks#page1.tif source=Zen - CSW Assignment of Trademarks#page2.tif source=Zen - CSW Assignment of Trademarks#page3.tif source=Zen - CSW Assignment of Trademarks#page4.tif source=Zen - CSW Assignment of Trademarks#page5.tif source=Zen - CSW Assignment of Trademarks#page6.tif source=Zen - CSW Assignment of Trademarks#page7.tif source=Zen - CSW Assignment of Trademarks#page8.tif	

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS, effective as of [●], 2016 (this “**Assignment**”), is made by Charles Smith Wines LLC, a Delaware limited liability company having its principal place of business at 35 South Spokane Street, Walla Walla, Washington 99362 (“**Assignor**”), and CBZ LLC, a Delaware limited liability company, having its principal place of business at 207 High Point Drive, Building 100 Victor, New York 14564 (together with its successors and assigns, the “**Assignee**”).

Assignor has adopted, owns and is using certain trademarks relating to the Brands for which Assignor owns the trademark applications and/or registrations and all common law rights associated therewith, that are listed in **Schedule A** attached hereto and incorporated herein by reference (collectively, the “**Trademarks**”).

Assignor has agreed to assign to the Assignee all of the rights, title, and interests of Assignor in and to the Trademarks, and Assignee has agreed to accept said assignment.

For Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers, and conveys to Assignee, and Assignee, as the successor to the portion of the ongoing and existing business to which the Trademarks pertain, hereby accepts from Assignor, all of the rights, title, and interests of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, with the right to recover for damages and profits and all other remedies for past infringements thereof.

This Assignment shall be governed by and interpreted and enforced in accordance with the Laws of the State of New York, without giving effect to conflicts of law principles. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original. This Assignment and any counterpart so executed shall be deemed to be one and the same instrument. A signed copy of this Assignment delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Assignment.

This Assignment is given pursuant to the terms of that certain Asset Purchase Agreement, dated as of October 5, 2016, by and among Assignor, K Vintners, L.L.C., a Washington limited liability company, Charles Smith, an individual, and Constellation Brands, Inc., a Delaware corporation (the “**Purchase Agreement**”). Pursuant to Section 13.2 of the Purchase Agreement, CBI has assigned to Assignee the right to purchase and receive the Trademarks. The terms and conditions of the Purchase Agreement are incorporated herein by reference. All capitalized terms used herein but not otherwise defined shall have the same meanings as set forth in the Purchase Agreement. In the event of a conflict or inconsistency between the provisions of this Assignment and the provisions of the Purchase Agreement, the provisions of the Purchase Agreement will prevail.

[SIGNATURE PAGE FOLLOWS]

ASSIGNOR:

CHARLES SMITH WINES LLC

Dated: _____, 2016

By: _____

Name: Charles Smith

Title: Manager

ASSIGNEE:

CBZ LLC

Dated: _____, 2016

By: _____

Name:

Title:

[Signature Page to Assignment of Trademarks (CSW)]

ASSIGNOR:

CHARLES SMITH WINES LLC


Dated: _____, 2016

By: _____
Name: _____
Title: _____

ASSIGNEE:

CBZ LLC

Dated: October 12, 2016

By: 
Name: Oksana Dominach
Title: Vice President + Treasurer

[Signature Page to Assignment of Trademarks (CSW)]

(ASSIGNOR Signature must be notarized)

STATE OF WA)

) ss.

COUNTY OF KING)

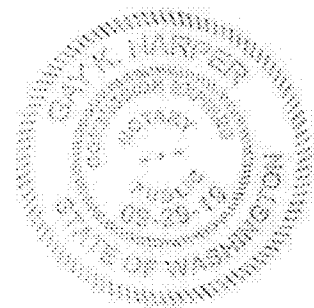
On 10-14-2016, before me, GAY K. HARPER, Notary Public in and for said State, personally appeared CHARLES SMITH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Gay Harper






(Seal)








[Signature Page to Assignment of Trademarks (CSW)]

SCHEDULE A



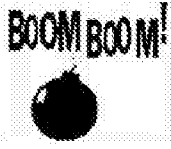
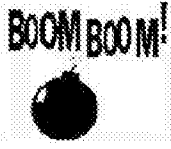
Kung Fu Girl Brand Assets

Mark	Jurisdiction	ID No.	Goods	Owner of Record
KUNG FU GIRL	Canada	Reg. No. TMA940508	Wine	Charles Smith Wines LLC
	Canada	App. No. 1,740,256	Wines	Charles Smith Wines LLC
KUNG FU GIRL	EU	Int'l Reg. No. 1237716	Wine	Charles Smith Wines LLC
	EU	Int'l Reg. No. 1268780	Wines	Charles Smith Wines LLC
KUNG FU GIRL	Japan	Int'l Reg. No. 1237716	Wine	Charles Smith Wines LLC
	Japan	Int'l Reg. No. 1268780	Wines	Charles Smith Wines LLC
KUNG FU GIRL	Norway	Int'l Reg. No. 1237716	Wine	Charles Smith Wines LLC
	Norway	Int'l Reg. No. 1268780	Wines	Charles Smith Wines LLC
KUNG FU GIRL	U.S.	Reg. No. 3734089	Wine	Charles Smith Wines LLC
	U.S.	Reg. No. 4808240	Wines	Charles Smith Wines LLC

The Velvet Devil Brand Assets

Mark	Jurisdiction	ID No.	Goods	Owner of Record
THE VELVET DEVIL	Canada	Reg. No. TMA795,947	Wine	Charles Smith Wines LLC
	Canada	App. No. 1,740,258	Wines	Charles Smith Wines LLC
THE VELVET DEVIL	EU	Int'l Reg. No. 1031931	Wine	Charles Smith Wines LLC
	EU	Int'l Reg. No. 1268779	Wines	Charles Smith Wines LLC
THE VELVET DEVIL	Japan	Int'l Reg. No. 1031931	Wine	Charles Smith Wines LLC
	Japan	Int'l Reg. No. 1268779	Wines	Charles Smith Wines LLC
THE VELVET DEVIL	Norway	Reg. No. 281920	Wine	Charles Smith Wines LLC
	Norway	Int'l Reg. No. 1268779	Wines	Charles Smith Wines LLC
THE VELVET DEVIL	U.S.	Reg. No. 3734263	Wine	Charles Smith Wines LLC
	U.S.	Reg. No. 4808241	Wines	Charles Smith Wines LLC

Boom Boom! Brand Assets

Mark	Jurisdiction	ID No.	Goods	Owner of Record
	Canada	Reg. No. TMA940521	Wine	Charles Smith Wines LLC
BOOM! BOOM!	Canada	Reg. No. TMA746,131	Wine	Charles Smith Wines LLC
	EU	Int'l Reg. No. 1240235	Wine	Charles Smith Wines LLC
	Japan	Int'l Reg. No. 1240235	Wine	Charles Smith Wines LLC
	Norway	Int'l Reg. No. 1240235	Wine	Charles Smith Wines LLC
	U.S.	Reg. No. 3871650	Wine	Charles Smith Wines LLC
	WIPO	Int'l Reg. No. 1240235	Wine	Charles Smith Wines LLC

Chateau Smith Brand Assets

Charles Smith Wines LLC owns no trademark registrations or pending applications for CHATEAU SMITH, but asserts common law trademark rights to the mark CHATEAU SMITH.

Other Brand Assets

Mark	Jurisdiction	ID No.	Goods	Owner of Record
LAND TO HAND, VINEYARD TO BOTTLE	EU	Int'l Reg. No. 1237717	Wine	Charles Smith Wines LLC
LAND TO HAND, VINEYARD TO BOTTLE	Japan	Int'l Reg. No. 1237717	Wine	Charles Smith Wines LLC
LAND TO HAND, VINEYARD TO BOTTLE	Norway	Int'l Reg. No. 1237717	Wine	Charles Smith Wines LLC
LAND TO HAND, VINEYARD TO BOTTLE.	U.S.	Reg. No. 3696913	Wine	Charles Smith Wines LLC